

RECORDATION NO. **23753** FILED

DEC 6 '01 12-44 PM
TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 6, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement and of Assignment of Purchase Order, dated as of December 5, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Trimarc Financial, Inc.
115 Calle De Industrias, Suite 205
San Clemente, California 92672

Lessee: AMG Resources Corporation
4100 Grand Avenue
Pittsburgh, Pennsylvania 15225

A description of the railroad equipment covered by the enclosed document is:

121 scrap service gondola railcars: 51 within the series AMGX 5026 – AMGX 5204 and 60 marked AMGX 4101– AMGX 4160.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement and of Assignment of Purchase Order.

Mr. Vernon A. Williams
December 6, 2001
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Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AGREEMENT
AND OF ASSIGNMENT OF PURCHASE ORDER

dated as of December 5, 2001

between

AMG RESOURCES CORPORATION
as Lessee

and

TRIMARC FINANCIAL, Inc.
as Lessor

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT
AND OF ASSIGNMENT OF PURCHASE ORDER

THIS MEMORANDUM OF LEASE AGREEMENT AND OF ASSIGNMENT OF PURCHASE ORDER is made and entered into as of December 5, 2001, by and between TRIMARC FINANCIAL, INC. ("Lessor") and AMG RESOURCES CORPORATION ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Master Lease No. MLA -1183 dated as of November 20, 2001, Lease Schedule No. 1 thereto and incorporating the terms thereof, dated as of November 20, 2001 and that certain "Addendum "A" to Master Lease No. MLA-1183, With Respect to Lease Schedule 1", dated as of November 20, 2001 (collectively, together with all of the riders, schedules and other attachments thereto, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as provided therein, and is subject to the term specified therein, and any extension of such term to the extent provided for in the Lease.
3. To induce Lessor to consent to the sublease of four of the aforementioned railcars, namely, AMGX 4159, AMGX 4128, AMGX 4142 and AMGX 4110, Lessee, by that certain Assignment of Purchase Order dated December 5, 2001 (the "Purchase Order"), and by this Memorandum, assigns the Purchase Order and the right to payment of the rentals due thereunder to Lessor.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

TRIMARC FINANCIAL, INC.

By: Chris
Name: CHRIS RUBINSON
Title: VICE PRESIDENT

AMG RESOURCES CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

TRIMARC FINANCIAL, INC.

By: _____
Name: _____
Title: _____

AMG RESOURCES CORPORATION

By: Brian Cohen
Name: BRIAN COHEN
Title: CFO

STATE OF California)
~~MARYLAND~~)
CITY OF San Clemente) ss.
~~BALTIMORE~~)

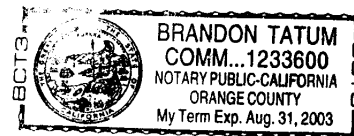
On this 5th day of December, 2001, before me appeared Chris Robinson, the person who signed this instrument, who acknowledged that (s)he is the Vice President of Trimarc Financial, Inc. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Brandon Tatum
Notary Public

My commission expires:

Aug 31, 2003, _____



STATE OF _____)
)
COUNTY OF _____) ss.

On this _____ day of December, 2001, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of AMG Resources Corporation, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires:

_____, _____

STATE OF MARYLAND)
) ss.
CITY OF BALTIMORE)

On this _____ day of December, 2001, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of Trimarc Financial, Inc. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires:

_____ , _____

STATE OF Pennsylvania)
) ss.
COUNTY OF Allegheny)

On this 5th day of December, 2001, before me appeared Brian Cohen, the person who signed this instrument, who acknowledged that (s)he is the CFO of AMG Resources Corporation, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Camille L. Connors
Notary Public

My commission expires:

July 22, 2002

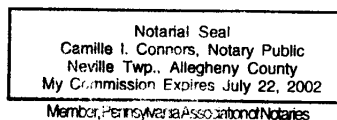


EXHIBIT NO. I
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

DESCRIPTION, REPORTING MARKS AND NUMBERS

- 51 ORTNER SCRAP SERVICE GONDOLA RAILCARS - 125-TON, 315,000 LBS
GRL - 5000 CFC. BUILT - 1975 TO 1976. REPORTING MARKS AMGX AND
ROAD NUMBERS AS FOLLOWS:

AMGX 5026	AMGX 5068	AMGX 5096
AMGX 5032	AMGX 5069	AMGX 5000
AMGX 5034	AMGX 5071	AMGX 5035
AMGX 5037	AMGX 5073	AMGX 5036
AMGX 5041	AMGX 5074	AMGX 5040
AMGX 5046	AMGX 5075	AMGX 5044
AMGX 5049	AMGX 5077	AMGX 5059
AMGX 5053	AMGX 5078	AMGX 5091
AMGX 5055	AMGX 5079	AMGX 5093
AMGX 5056	AMGX 5080	AMGX 5097
AMGX 5058	AMGX 5083	AMGX 5098
AMGX 5060	AMGX 5084	AMGX 5099
AMGX 5061	AMGX 5085	AMGX 5200
AMGX 5062	AMGX 5086	AMGX 5201
AMGX 5064	AMGX 5087	AMGX 5202
AMGX 5065	AMGX 5090	AMGX 5203
AMGX 5067	AMGX 5095	AMGX 5204

- 60 THRALL SCRAP SERVICE GONDOLA RAILCARS - 100 TON,
263,000 LBS GRL - 4000 CFC. BUILT - 1974. REPORTING MARKS AMGX AND
ROAD NUMBERS AS FOLLOWS:

AMGX 4101	AMGX 4116	AMGX 4131	AMGX 4146
AMGX 4102	AMGX 4117	AMGX 4132	AMGX 4147
AMGX 4103	AMGX 4118	AMGX 4133	AMGX 4148
AMGX 4104	AMGX 4119	AMGX 4134	AMGX 4149
AMGX 4105	AMGX 4120	AMGX 4135	AMGX 4150
AMGX 4106	AMGX 4121	AMGX 4136	AMGX 4151
AMGX 4107	AMGX 4122	AMGX 4137	AMGX 4152
AMGX 4108	AMGX 4123	AMGX 4138	AMGX 4153
AMGX 4109	AMGX 4124	AMGX 4139	AMGX 4154
AMGX 4110	AMGX 4125	AMGX 4140	AMGX 4155
AMGX 4111	AMGX 4126	AMGX 4141	AMGX 4156
AMGX 4112	AMGX 4127	AMGX 4142	AMGX 4157
AMGX 4113	AMGX 4128	AMGX 4143	AMGX 4158
AMGX 4114	AMGX 4129	AMGX 4144	AMGX 4159
AMGX 4115	AMGX 4130	AMGX 4145	AMGX 4160